

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

DISSOLUTION

MPC OF S.W. FL, INC.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

VOIDS
1-1
(4)

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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: MPC of S.W. FL, Inc.

SECOND: The date dissolution was authorized: DECEMBER, 2002

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 23rd day of DECEMBER, 2002

Signature Bob A. Offi
(By the Chairman or Vice Chairman of the Board, President, or other officer)

BOB A. OFFI

(Typed or printed name)

PRESIDENT

(Title)

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PLAN OF DISSOLUTION

THIS PLAN OF DISSOLUTION is made and authorized as of December 23, 2002 (the "Effective Date"), by the Board of Directors of MPC of S.W. FL, INC., a corporation organized and existing under the laws of the State of Florida having an office at 13451 McGregor Boulevard, Suite 31; Fort Myers, Florida 33919 (the "Corporation").

WHEREAS, the Boards of Directors of the Corporation have deemed it advisable that the Corporation shall cease doing business as of December 23, 2002, except as necessary to wind up the affairs of the Corporation; it is hereby RESOLVED that the Corporation be dissolved in accordance with the following plan:

1. Notice to Creditors. The Corporation shall mail notice of this Plan of Dissolution to all known creditors of the Corporation.

2. Winding Up the Affairs of the Corporation. The Corporation will marshal its assets and do all other acts to liquidate its business and affairs including, but not limited to the following:

(a) Sell assets of the Corporation, if deemed necessary in the judgment of the Board of Directors;

(b) Establish a Liquidating Trust, if deemed necessary in the judgment of the Board of Directors;

(c) Pay all of the Corporation's debts and obligations or make adequate provisions therefor;

(d) Distribute the remainder of its assets, either in cash or in kind, among the Corporation's shareholders according to their respective rights and liquidation preferences;

(e) Promptly after the distribution of assets to the shareholders of the Corporation, the Corporation shall cause to be cancelled and retired each stock certificate representing shares of Common Stock of the Corporation and

(f) File Articles of Dissolution with the office of the Florida Secretary of State.

3. Appointment of Agent. The Corporation hereby consents to service of process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of the Corporation, and hereby irrevocably appoints the Secretary of State of Florida as the Corporation's agent to accept service of process in any action or special proceeding for the enforcement of any such liability or obligation.

4. Amendment. At any time before or after approval and adoption by the shareholders of the Corporation and prior to the Effective Date, this Plan of Dissolution may be amended in any manner as may be determined to be necessary, desirable or expedient; provided, however, that, after approval of the shareholders of the Corporation, such amendment may not materially and adversely affect the rights and interests of the shareholders of each of the Corporation.

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5. Abandonment. At any time before the Effective Date, this Plan of Dissolution may be terminated and abandoned by the Board of Directors of the Corporation, notwithstanding approval of this Plan of Dissolution by the shareholders of the Corporation.

6. Counterparts. In order to facilitate the filing and recording of this Plan of Dissolution, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

DIRECTORS:

BA a. Offi
Bob A. Offi, Director
Raymond A. Pavelka
Raymond A. Pavelka, Director

IN WITNESS WHEREOF, each of the undersigned shareholders of the Corporation, representing a majority thereof, approve this Plan of Merger to be attested to by the Corporation's Secretary by affixing the corporate seal hereto, as of the date first above written.

Raymond A. Pavelka
Raymond A. Pavelka, President
Manner Properties Development, Inc.,
Shareholder

Raymond A. Pavelka
Raymond A. Pavelka, Shareholder

ATTEST:

Sheila J. O'Connor
Sheila J. O'Connor, Secretary

[SEAL]

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